

Maine Revised Statutes

Title 13-C: MAINE BUSINESS CORPORATION ACT HEADING: PL 2001, c. 640, Pt. A, §2 (new); Pt. B, §7 (aff)

Chapter 14: DISSOLUTION HEADING: PL 2001, c. 640, Pt. A, §2 (new); Pt. B, §7 (aff)

§1406. EFFECT OF DISSOLUTION

1. Extension of corporate existence. A dissolved corporation continues its corporate existence but may not carry on any business except that which is appropriate to wind up and liquidate its business and affairs, including:

- A. Collecting the corporation's assets; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- B. Disposing of properties that will not be distributed in kind to shareholders; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- C. Discharging or making provision for discharging its liabilities; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- D. Distributing remaining property among shareholders according to their interests; and [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- E. Doing every other act necessary to wind up and liquidate its business and affairs. [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]

[2007, c. 289, §42 (AMD) .]

2. Dissolution; exclusions. Dissolution of a corporation does not:

- A. Transfer title to the corporation's property; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- B. Prevent transfer of its shares or securities, although the authorization to dissolve may provide for closing the corporation's share transfer records; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- C. Subject the corporation's directors or officers to standards of conduct different from those prescribed in chapter 8; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- D. Change quorum or voting requirements for the board of directors or shareholders; change provisions for selection, resignation or removal of the directors or officers or both; or change provisions for amending its bylaws; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- E. Prevent commencement of a proceeding by or against the corporation in its corporate name; [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- F. Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]
- G. Terminate the authority of the clerk of the corporation. [2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF).]

[2001, c. 640, Pt. A, §2 (NEW); 2001, c. 640, Pt. B, §7 (AFF) .]

3. Abatement of action.

[2007, c. 289, §42 (RP) .]

4. Transfer of property. Those shareholders of the corporation and their successors in interest who, collectively, represent a majority of the voting power of the corporation are empowered to act as liquidating trustees to take all actions necessary or appropriate to distribute or dispose of any undistributed property of the corporation if:

A. There are no officers authorized to act on a matter for a dissolved corporation; [2007, c. 289, §42 (NEW) .]

B. There are no directors of the corporation; or [2007, c. 289, §42 (NEW) .]

C. The directors are unable to act on the matter on behalf of the corporation. [2007, c. 289, §42 (NEW) .]

[2007, c. 289, §42 (NEW) .]

SECTION HISTORY

2001, c. 640, §A2 (NEW). 2001, c. 640, §B7 (AFF). 2007, c. 289, §42 (AMD) .

The State of Maine claims a copyright in its codified statutes. If you intend to republish this material, we require that you include the following disclaimer in your publication:

All copyrights and other rights to statutory text are reserved by the State of Maine. The text included in this publication reflects changes made through the Second Regular Session of the 126th Maine Legislature and is current through August 1, 2014. The text is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.

The Office of the Revisor of Statutes also requests that you send us one copy of any statutory publication you may produce. Our goal is not to restrict publishing activity, but to keep track of who is publishing what, to identify any needless duplication and to preserve the State's copyright rights.

PLEASE NOTE: The Revisor's Office cannot perform research for or provide legal advice or interpretation of Maine law to the public. If you need legal assistance, please contact a qualified attorney.